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ATTORNEYS FOR APPALOOSA MANAGEMENT L.P.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re	)	Chapter 11
	)	
Delphi Corporation, <u>et al.</u>	)	Case No. 05-44481 (RDD)
	)	Jointly Administered
Debtors.	)	
	)	

**NOTICE OF WITHDRAWAL OF APPALOOSA MANAGEMENT L.P.'S  
(A) OBJECTION TO DEBTORS' MOTION FOR AN ORDER UNDER 11 U.S.C. §§ 105,  
362 AND 541 AND FED. R. BANKR. P. 3001 ESTABLISHING NOTIFICATION AND  
HEARING PROCEDURES FOR TRADING IN CLAIMS AND EQUITY SECURITIES  
OR, IN THE ALTERNATIVE, (B) MOTION FOR RECONSIDERATION UNDER FED.  
R. BANKR. P. 9023 OF INTERIM TRADING ORDER DATED OCTOBER 12, 2005**

TO: THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

**PLEASE TAKE NOTICE** that Appaloosa Management L.P. ("AMLP"), on behalf of  
itself and certain of its affiliates (collectively, "Appaloosa"), holders of common stock in Delphi  
Corporation ("Delphi"), by and through its undersigned counsel, subject to the terms and  
conditions of the Letter Agreements (described herein), hereby withdraws its (a) Objection (the

“Objection”) [Docket No. 0596] to the Motion (the “Motion”) for an Order under 11 U.S.C. §§ 105, 362, and 541 and Fed. R. Bankr. P. 3001 Establishing Notification and Hearing Procedures for Trading in Claims and Equity Securities of Delphi and its affiliated debtors (collectively, with Delphi, the “Debtors”) or, in the Alternative, (b) Motion for Reconsideration under Rule 9023 of the Federal Rules of Bankruptcy Procedure of this Court’s Interim Order, Dated October 12, 2005, (the “Interim Trading Order”) [Docket No. 0126].

**PLEASE TAKE FURTHER NOTICE** that, pursuant to paragraph 6 of the Interim Trading Order, which specifically provides that “[t]he Debtors may waive, in writing and in their sole and absolute discretion, any and all restrictions, stays, and notification procedures contained in this [Interim Trading Order,]” the Debtors and each of AMLP, Appaloosa Investment Limited Partnership I and Palomino Fund Ltd., affiliates of AMLP, entered into certain separate letter agreements (the “Letter Agreements”), which resolve the Objection.

**PLEASE TAKE FURTHER NOTICE** that the Objection is withdrawn as resolved by the Letter Agreements, provided that such withdrawal is without prejudice to Appaloosa’s rights to raise or assert any arguments, rights or defenses, or to seek any remedies in the event that the Debtors take any action inconsistent with the Letter Agreements or any other written agreement between the parties in respect of trading in claims against or interests in the Debtors or in the event that the Debtors seek any relief in respect of a Non-Exempt Transfer (as defined in the Letter Agreements) or to be heard with respect to any further order entered in respect of the Motion.

Dated: December 7, 2005  
Miami, Florida

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